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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

-----X
S&L VITAMINS, INC.,

Plaintiff/Counterclaim Defendant,

v.

AUSTRALIAN GOLD, INC.,

Defendant/Counterclaim Plaintiff.

-----X
AUSTRALIAN GOLD, INC.,

Third Party Plaintiff,

v.

LARRY SAGARIN AND JOHN DOES,
1-10,

Third Party Defendants.
-----X

05 CV 1217 (JS)(ML)

**AUSTRALIAN GOLD'S NOTICE
OF MOTION FOR LEAVE
TO AMEND ITS ANSWER,
COUNTERCLAIMS AND
THIRD-PARTY COMPLAINT**

PLEASE TAKE NOTICE that upon Defendant/Third-party plaintiff Australian Gold, Inc.'s Memorandum of Law in Support of Its Motion To Amend Its Answer, Counterclaims and Third-Party Complaint, along with the accompanying Proposed Second Amended Answer, Affirmative And Other Defenses, Amended Counterclaims And Amended Third-Party Complaint (attached hereto as Exhibit A), through their

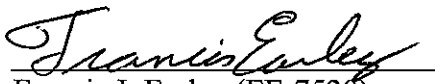
undersigned attorneys, Australian Gold will move this Court pursuant to Fed. R. Civ. P. 15 for an Order:

(1) granting leave to amend its Answer, Counterclaims and Third-Party Complaint; and

(2) that its Second Amended Answer, Affirmative And Other Defenses, Amended Counterclaims And Amended Third-Party Complaint be deemed filed on the date of the Court's order granting such leave.

Dated: New York, New York
August 24, 2005

MINTZ LEVIN COHN FERRIS
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